

EXHIBIT A

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (KJC)
)	
Reorganized Debtors.)	
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**ORDER GRANTING FIRST QUARTERLY AND FINAL FEE APPLICATION
OF FRANKEL WYRON LLP AS BANKRUPTCY CO-COUNSEL TO
ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE, FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FROM JANUARY 16, 2014 THROUGH FEBRUARY 3, 2014**

Frankel Wyron LLP, Bankruptcy Co-Counsel to Roger Frankel, Asbestos PI Future Claimants' Representative appointed in the above-captioned cases, filed a first quarterly and final fee application for allowance of compensation and reimbursement of expenses from January 16, 2014 through February 3, 2014 (the "Final Fee Application"). The Court has reviewed the Final Fee Application and finds that:

- (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;
- (b) notice of the Final Fee Application, and any hearing on the Final Fee Application, was adequate under the circumstances;
- (c) all persons with standing have been afforded the opportunity to be heard on the Final Fee Application.

Accordingly, it is hereby

ORDERED that the Final Fee Application is GRANTED on a final basis in the amount of \$56,087.50 for fees incurred and \$2,347.44 for reimbursement of expenses, for a total award of \$58,434.94 for services rendered and expenses incurred by Frankel Wyron LLP, for the period from January 16, 2014 through February 3, 2014.

Dated: _____, 2014

Honorable Kevin J. Carey
United States Bankruptcy Judge